
US EXECUTIVE APPROVAL FORM**CUSTOMER NAME: Barnes & Noble, Inc.****PARTNER/VAD NAME:****SECTION I - Approval Requests:****HQAPP Requests:**

The following language requests require HQAPP approval to amend customer's existing SLSA.

All references in the Agreement to "~~Privileged Material Redacted in 'Ordering Document'~~".

Privileged Material Redacted



[Need additional information - B&N to identify specific types of CI.]



Privileged Material Redacted

TIER 1 Requests:

1. Blended discount of 70% (Financials, Projects, Tutor & Financial Analyzer, Purchasing, Supplier Portal & Ebusiness Intelligence @65%, Technology @ 75% as "Application Specific" licenses & including 2% JE (About \$62K) to reduce interest charges on financing) Net Apps L= \$775K, Net Tech L=\$267K
2. Price hold up to 3 years. 2 Years will be offered
3. Support cap- Years 2 & 3 flat, Years 4 & 5 @4%

4. Use simplified customer reference language

TIER 2/3 Requests:

1. Tier 2- Standard assignment language
2. Tier 3- Customer definition, Majority owned subs without exhibit

Previously approved requests (include date of approval):

1. All Tier 1, 2, 3 requests were approved May 26-28, 2003
- 2.

SECTION II – Deal Summary:

Deal Summary	
Programs	Oracle Applications: Oracle Financials (GL, AP, FA, AR, CM, PM), Oracle Financial & Sales Analyzers, Project Costing, Oracle Purchasing, E-Business Intelligence, Tutor for Applications, Supplier Portal Technology: Internet Application Server EE, Oracle Database EE, Oracle Partitioning, Internet Developer Suite, Express Server
License Discount	Blended 70% (ebiz + 45%)
Support Discount	Blended 70% (ebiz + 45%)
Comp & Admin Discount	
Phased Implementation for Comp & Admin?	See checklist below and forward a spreadsheet to NASINFO/OGEHINFO
Subset of Users	See checklist below and forward a spreadsheet to NASINFO/OGEHINFO
Support Options/Holds	Support cap- Years 2 & 3 flat, Years 4 & 5 @4%
Price Holds	Price hold up to 3 years. 2 Years will be offered at same or higher price. Minimum Order of \$25,000.
List License	\$ 3,284,650
List Support	\$ 722,623
List Comp & Admin	
Net License	\$ 1,042,730
Net Support	\$229,401
Net Comp & Admin	
Net Total Price	\$ 1,272,131
Price List Used	March 24, 2003

Customer History - Existing Price Holds	
Existing contractual discount (price hold)	%
Date of Price List for price hold	
When does price hold expire?	
Price hold program categories (database, server, erp, crm, hr/payroll, app suite)	
Name of Agreement if applicable	

SECTION III - Justification:

This is a competitive situation with Peoplesoft. PSFT is touting their expertise in retail. This is a \$4 billion retailer in which we have defeated the incumbent PSFT head to head. B&N owns PSFT for HRMS, Payroll, Benefits and Time & Expense. Although Oracle has been selected, PSFT continues to pursue the opportunity with extremely aggressive pricing to overturn the decision. John Boucher and the Barnes & Noble COO agreed verbally to continue working together to close this deal in July when we ran out of time in May 2003.

Recommendation: (leave blank for HQAPP to fill out)

Submitted By: (fill in rep name and AVP name here) Tom Wagner/ASM, John Boucher/AVP
Field RM name if submitted by OracleDirect:

R: (leave blank for HQAPP to fill out)

C:

L:

A:

BP:

PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL. ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.

SECTION V – Ordering Document Details

Instructions - Fill in all sections completely.

APPROVAL REQUIREMENTS - Refer to the Approval Matrix at <http://esource.oraclecorp.com>

PRICING REQUIREMENTS – Refer to Price List and Price List Supplement for minimums and prerequisites.

PRICING SPREADSHEET – Include a pricing spreadsheet showing all products, quantities, license types, pricing, and discounts. Indicate if discount for drafting contract differs from approved discount.

MIGRATIONS - If your deal contains a migration, you must submit a Migration Worksheet to the ELM (eBusiness License Migrations) team. Refer to <http://nafo.us.oracle.com> under the Contract Management tab and e-Business License Migrations header to download the spreadsheet and for additional information.

Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.

General Information	
Contract requested by (insert date):	July 3, 2003
After all approvals are obtained - Allow 24 hours	

for standard contracts and 48 hours for non-standard contracts.	
Opportunity I.D. (OSO Number):	1014783(Applications) 1021377(Technology)
Is this a ship order?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Deal Structure (indicate Direct, Pass-Through, Sublicense, or Trial License):	direct
Is this deal the result of a compliance issue that LMS has been involved in?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Does deal contain new licenses with an <i>approved</i> non-supported license type (i.e. metric is not nor ever has been on Oracle's price list):	<input type="checkbox"/> Yes (specify non-supported license type and eBusiness license type used to determine conversion) <input checked="" type="checkbox"/> No
Quote Valid Through (insert date):	
Partner (insert name, if applicable)?	Margin or % of net license fees _____
VAD (insert name, if applicable)?	Margin or % of net license fees _____
PARTNER PAYMENT: If this is a direct deal, does it involve a Partner Referral Fee?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If yes, specify payment type:	<input type="checkbox"/> Applications Affiliate Fee <input type="checkbox"/> ROP Fee (GB Use Only)
MIGRATIONS OR UPDATES:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
PREMIUM SERVICES:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INCIDENT PACKS:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INTERNATIONAL: Requires an International Notification Form to be forwarded to your manager, contract specialist, and NASINFO or OGEHINFO.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Payment Terms:	<input checked="" type="checkbox"/> Net 30 <input type="checkbox"/> Other (Specify)
Referenced Agreement:	<input type="checkbox"/> New OLSA <input checked="" type="checkbox"/> Other (Specify) SLSA-476946-30-MAY-99

Customer and Administrative Information – all fields must be filled in	
Customer's EXACT Legal Name:	Barnes & Noble, Inc.
Business Address:	122 Fifth Avenue
City / State / Zip:	New York, NY 10011
Customer Contract Admin:	Chris Troia
Phone #:	212-633-4002
Fax #:	212-352-3901
E-mail ID:	ctroia@bn.com
Billing Contact:	Joe Lombardi
(Partner/VAD if Indirect):	
Address:	122 Fifth Avenue
City / State / Zip:	New York, NY 10011
Phone #:	212-633-3215
Fax #:	
E-mail ID:	jlombardi@bn.com
Tax Status :	Exempt <input type="checkbox"/> (Need certificate for ship to state if not on Oracle's Tax Exemption Log)
	Non-Exempt <input checked="" type="checkbox"/> X
Shipping Contact:	Same as Contract admin
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Technical Support Contact:	Same as contract admin
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
Email ID:	
Partner Name (Indirect):	
Address:	
City / State / Zip:	
Contact Admin:	
Phone #:	
Fax #:	
E-mail ID:	

Education (EPPC)	
Education Prepaid Credit Amount:	\$ _____
Education Discount:	_____ %
Education Revenue:	\$ _____
Education Sales Rep:	

PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)

Make and Operating System required for each program:

Make: IBM

OS: AIX

PROGRAMS:

Oracle Applications

Oracle Financials (GL, AP, FA, AR, CM, PM)

Oracle Financial & Sales Analyzers

Project Costing

Oracle Purchasing

E-Business Intelligence

Tutor for Applications

Supplier Portal

Technology for Oracle

Internet Application Server EE

Oracle Database EE

Oracle Partitioning

Internet Developer Suite

Express Server

Applications			
Will applications be modified:	Yes	<input checked="" type="checkbox"/> X	No
Will users be accessing modified Apps from the web:	Yes	<input checked="" type="checkbox"/> X	No
Have all prerequisites been included:	<input checked="" type="checkbox"/> X	Yes	No
Will users use Fast Forward RPM:	Yes	<input checked="" type="checkbox"/> X	No
Will applications be hosted:	Yes	<input checked="" type="checkbox"/> X	No
Indicate database that Apps will run on:	Included		
Indicate CSI for existing prerequisite database and tools:			

Options not requiring HQAPP, Tier 1, or Tier 2 Approval	
(1)	
(2)	
(3)	
(4)	

Internal Administrative Information	
Applications Sales Manager	Tom Wagner
Technology Sales Manager	Rosendo Marques
Account Manager	

